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*Special Counsel For The Official Committee
Of Unsecured Creditors Of
Lehman Brothers Holdings Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
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LEHMAN BROTHERS HOLDINGS INC., : **Chapter 11**
ET AL. :
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Debtors. : **Case No. 08-13555 (JMP)**
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**FIFTH SUPPLEMENTAL DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER
11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART OLIVER & HEDGES, LLP, AS SPECIAL COUNSEL,
NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Susheel Kirpalani hereby declares, under penalty of perjury:

1. I am a member of Quinn Emanuel Urquhart Oliver & Hedges, LLP (“Quinn Emanuel”), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and in Los Angeles, San Francisco, Silicon Valley, California, London, England, and Tokyo, Japan.

2. I submit this declaration (the "Fifth Supplemental Declaration") in connection with Quinn Emanuel's representation of the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in possession (collectively, the "Lehman Debtors"), as special counsel, *nunc pro tunc* effective as of September 17, 2008, in the above-captioned cases (collectively, the "Chapter 11 Cases"). Quinn Emanuel was retained upon application, dated October 21, 2008 (the "Application"), by the Creditors' Committee, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement the disclosures made in the Declarations (as defined below) if additional relevant information becomes available during the pendency of these cases.

4. I initially filed a declaration (the "Initial Declaration"), dated October 21, 2008, contemporaneously with the Application. On November 10, 2008, I filed a supplemental declaration in support of the Application (the "First Supplemental Declaration"). On December 8, 2008, I filed a second supplemental declaration in support of the Application (the "Second Supplemental Declaration"). On March 4, 2009, I filed a third supplemental declaration in support of the Application (the "Third Supplemental Declaration"). On June 26, 2009, I filed a fourth supplemental declaration in support of the Application (the "Fourth Supplemental Declaration" and, together with the Initial Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration and Fifth Supplemental Declaration, the "Declarations").

5. On November 21, 2008, the Bankruptcy Court entered the Final Order Under 11 U.S.C. §1103(a) And Fed. R. Bankr. P. 2014 and 5002, Authorizing Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Counsel To The Official Committee Of Unsecured Creditors Of Lehman Brothers Holdings Inc. Et Al., Nunc Pro Tunc To September 17, 2008 (the “Final Order”). Among other things, the Final Order granted the Application and approved Quinn Emanuel’s retention as special counsel to the Creditors’ Committee.

6. Quinn Emmanuel presently represents secured creditors in the chapter 11 bankruptcy proceedings of Fontainebleau Las Vegas Holdings, LLC and its associated debtors and debtors in possession (together "Fountainebleau"), Case number 09-21481 (Bankr. S.D. Fla.). In particular, Quinn Emanuel's clients hold claims against Fountainebleau entities that own parcels of real property (the "Resort Debtors"). The Resort Debtors entered into a lease with other Fontainebleau debtors (the "Retail Debtors") for certain of the real property associated with a hotel/casino project that has not been completed. The bankruptcy cases of the Resort Debtors and the Retail Debtors are being jointly administered. Substantially all of the assets relating to the project are intended to be sold, and there may be disputes between the estates regarding allocation of sale proceeds. Certain of the Lehman Debtors have recently emerged as the agent to debt secured by the assets of the Retail Debtors. While Quinn Emanuel does not believe that this creates a conflict, out of an abundance of caution, Quinn Emanuel will not represent the Committee in respect of matters in connection with the Fountainebleau chapter 11 cases.

7. Quinn Emmanuel presently serves as special litigation counsel to American Home Mortgage Inc. and its affiliated debtors and debtors in possession (together, "American Home") in their chapter 11 bankruptcy cases, Case number 07-11047 (Bankr. D. Del.). Quinn Emanuel represented American Home Mortgage Servicing Inc. and two of its non-debtor affiliates Broadhollow Funding LLC and Melville Funding LLC (together "Broadhollow") in a breach of contract action against Bank of America N.A. (the "BofA Proceeding"). Certain holders of notes issued by Broadhollow have moved to intervene in the BofA Proceeding (the "Intervening Noteholders"). Broadhollow and the Intervening Noteholders have engaged in negotiations with respect to the intervention request and other issues relating to Broadhollow. The Lehman Debtors have recently emerged as Noteholders of Broadhollow (though they are not members of the group of Intervening Noteholders). While Quinn Emanuel does not believe that this creates a conflict, out of an abundance of caution, Quinn Emanuel will not represent the Committee in respect of matters in connection with the Broadhollow dispute, and Young Conaway Stargatt & Taylor LLP, Quinn Emanuel's co-counsel in the BofA Proceeding, will negotiate (to the extent there are negotiations) on Broadhollow's behalf with respect to the Lehman Debtors.

8. The foregoing statements are true and correct to the best of my knowledge, information and belief.

December 18, 2009

/s/ Susheel Kirpalani
Susheel Kirpalani
A Member of the Firm